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February 28, 2012

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

**Re: Applications of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC
and Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC for
Consent to Assign Licenses, WT Docket No. 12-4**

Dear Ms. Dortch,

Pursuant to the *Protective Orders* adopted in the above-referenced proceeding,¹ the attached Acknowledgments of Confidentiality are being submitted for inclusion in the record and to obtain access to the Confidential and Highly Confidential materials in connection with this proceeding.² These Acknowledgments of Confidentiality by outside counsel to Leap Wireless have been signed by Mark Horning of Steptoe & Johnson LLP. In addition, an Acknowledgment of Confidentiality pursuant to the first *Protective Order* has been signed by Russell Merbeth, Vice President, Government Affairs, Cricket Communications.

By copy of this letter, these Acknowledgements are being served on Counsel of Record to the Applicants and Federal Communications Commission staff, as indicated on the attached Certificate of Service.

Please contact me if you have any questions or require additional information.

¹ Applications of Cellco Partnership d/b/a Verizon Wireless, SpectrumCo, LLC, and Cox TMI Wireless, LLC, WT Docket No. 12-4, *Protective Order*, DA 12-50; *Second Protective Order*, DA 12-51 (rel. Jan. 17, 2012) (“*Protective Orders*”).

² Proposed Assignment of Licenses to Verizon Wireless from Spectrum Co, LLC and Cox TMI Wireless, LLC, WT Docket No. 12-4, Public Notice, DA 12-35 (rel. Jan. 11, 2012) (“Public Notice”).

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Respectfully submitted,

/s/ Stephanie A. Roy
Stephanie A. Roy
Counsel to Leap Wireless

Enclosures

APPENDIX A

Acknowledgment of Confidentiality

WT Docket No. 12-4

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it.

I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order.

I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

I certify that I am not involved in Competitive Decision-Making.

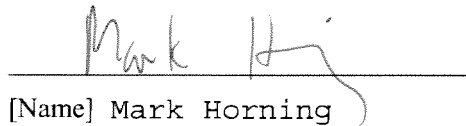
Without limiting the foregoing, to the extent that I have any employment, affiliation, or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or advocacy organization), I acknowledge specifically that my access to any information obtained as a result of the Protective Order is due solely to my capacity as Counsel or Outside Consultant to a party or as a person described in paragraph 8 of the foregoing Protective Order and agree that I will not use such information in any other capacity.

I acknowledge that it is my obligation to ensure that Stamped Confidential Documents are not duplicated except as specifically permitted by the terms of the Protective Order.

I certify that I have verified that there are in place procedures at my firm or office to prevent unauthorized disclosure of Stamped Confidential Documents and Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Protective Order.

Executed this 28th day of February, 2012.



[Name] Mark Horning

[Position] Partner

[Firm] Steptoe & Johnson LLP

[Telephone] 202-429-3000

APPENDIX B

Acknowledgment of Confidentiality

WT Docket No. 12-4

I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it.

I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential Information except as allowed by the Second Protective Order.

I acknowledge that a violation of the Second Protective Order is a violation of an order of the Federal Communications Commission.

I certify that I am not involved in Competitive Decision-Making.

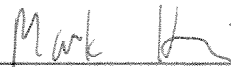
Without limiting the foregoing, to the extent that I have any employment, affiliation, or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or advocacy organization), I acknowledge specifically that my access to any information obtained as a result of the Second Protective Order is due solely to my capacity as Outside Counsel or Outside Consultant to a party or as a person described in paragraph 11 of the foregoing Second Protective Order and agree that I will not use such information in any other capacity.

I acknowledge that it is my obligation to ensure that Stamped Highly Confidential Documents are not duplicated except as specifically permitted by the terms of the Second Protective Order.

I certify that I have verified that there are in place procedures at my firm or office to prevent unauthorized disclosure of Stamped Highly Confidential Documents and Highly Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Protective Order or the Second Protective Order.

Executed this 28th day of February, 2012.



[Name] Mark Horning

[Position] Partner

[Firm] Steptoe & Johnson LLP

[Telephone] 202-429-3000

APPENDIX A

Acknowledgment of Confidentiality

WT Docket No. 12-4

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it.

I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order.

I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

I certify that I am not involved in Competitive Decision-Making.

Without limiting the foregoing, to the extent that I have any employment, affiliation, or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or advocacy organization), I acknowledge specifically that my access to any information obtained as a result of the Protective Order is due solely to my capacity as Counsel or Outside Consultant to a party or as a person described in paragraph 8 of the foregoing Protective Order and agree that I will not use such information in any other capacity.

I acknowledge that it is my obligation to ensure that Stamped Confidential Documents are not duplicated except as specifically permitted by the terms of the Protective Order.

I certify that I have verified that there are in place procedures at my firm or office to prevent unauthorized disclosure of Stamped Confidential Documents and Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Protective Order.

Executed this 20th day of February, 2012.



[Name] RUSSELL C. MEEBETH

[Position] VP, GOV. AFFS.

[Firm] CRICKET COMMUNICATIONS

[Telephone] 703.599.0455

CERTIFICATE OF SERVICE

I, Jessica I. Rothschild, hereby certify that on this 28th day of February 2012, I caused true and correct copies of the foregoing letter and Acknowledgments of Confidentiality to be served via U.S. mail and electronic mail on the following listed below.

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/s/ Jessica I. Rothschild
Jessica I. Rothschild